

CHAPMAN AND CUTLER

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December 27, 1995

Mr. Vernon A. Williams, Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, DC 20423

18407-D
FILED 1425
DEC 28 1995 -3 35 PM
INTERSTATE COMMERCE COMMISSION

Re: GATX Capital Corporation
Leveraged Lease Financing of Railroad Rolling Stock
(GATX Trust No. 93-A)

Dear Mr. Williams:

We are enclosing for recording pursuant to Section 11303 of Title 49 of the United States Code an original and one counterpart of the secondary document described below. The undersigned has acted as special counsel in connection with the preparation of the enclosed document and has knowledge of the matters set forth therein.

The enclosed secondary document is as follows:

Amendment No. 1 to Trust Indenture and Security Agreement (GATX Trust No. 93-A) dated as of March 1, 1994, between Wilmington Trust Company, as Trustee under GATX Trust No. 93-A, and State Street Bank and Trust Company of Connecticut, National Association (the "Indenture Trustee"). The primary document to which this Amendment No. 1 to Trust Indenture and Security Agreement is connected is the Trust Indenture and Security Agreement (GATX Trust No. 93-A) dated as of September 1, 1993 which was filed with the Interstate Commerce Commission on September 24, 1993 and assigned Recordation No. 18407-A.

The names and addresses of the parties to the document are as follows:

Owner Trustee: Wilmington Trust Company,
as trustee under GATX Trust No. 93-A
1100 North Market Street
Rodney Square North
Wilmington, Delaware 19890

Law Offices of
CHAPMAN AND CUTLER

Indenture Trustee: State Street Bank and Trust Company of
Connecticut, National Association
750 Main Street, Suite 1114
Hartford, Connecticut 06015

A general description of the equipment covered as of the date hereof by the aforesaid document is set forth in Schedule 1 attached to this letter and made a part hereof.

A fee of twenty-one dollars (\$21.00) is enclosed. Please time and date stamp the enclosed copy of the document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Commission for recordation to:

Ross D. Taylor
Chapman and Cutler
111 West Monroe Street
Chicago, Illinois 60603


A short summary of the document to appear in the index follows:

Amendment No. 1 to Trust Indenture and Security Agreement (GATX Trust No. 93-A) dated as of March 1, 1994 between Wilmington Trust Company, as Trustee under GATX Trust No. 93-A, 1100 North Market Street, Rodney Square North, Wilmington, Delaware 19890 and State Street Bank and Trust Company of Connecticut, National Association, as Indenture Trustee, 750 Main Street, Hartford, Connecticut 06015. The primary document to which this Amendment No. 1 to Trust Indenture and Security Agreement is connected is the Trust Indenture and Security Agreement (GATX Trust No. 93-A) dated as of September 1, 1993 which was filed with the Interstate Commerce Commission on September 24, 1993 and assigned Recordation No. 18407-A

Very truly yours,

CHAPMAN AND CUTLER

By


Ross D. Taylor

Enclosures

Schedule 1

SCHEDULE OF EQUIPMENT

One Hundred Maxi-Stack II 1/2 articulated 125-ton Double Stack container Cars, numbered SFLC 254200-254299, inclusive

Fifty-Nine Five Platform Maxi-Stack IBC Container Stack Cars, Car Numbers: SFFL 254300-254358, inclusive



Interstate Commerce Commission
Washington, D.C. 20423-0001

12/28/95

Office Of The Secretary

Ross D. Taylor
Chapman and Cutler
111 West Monroe Street
Chicago, Illinois 60603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/28/95 at 3:35PM, and assigned recordation number(s). 18407-D, 18408-D and 18409-D.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)
(0100908017)
(

\$ 63.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

18407-D
DEC 26 1995 3 35 PM

AMENDMENT NO. 1 TO TRUST INDENTURE AND SECURITY AGREEMENT
(GATX TRUST NO. 93-A)

THIS AMENDMENT NO. 1 TO TRUST INDENTURE AND SECURITY AGREEMENT (GATX TRUST NO. 93-A) dated as of March 1, 1994 (this "*Amendment*") is between WILMINGTON TRUST COMPANY, a Delaware banking corporation, not individually but solely as Owner Trustee (the "*Owner Trustee*") under the Trust Agreement dated as of September 1, 1993 for the benefit of Key Bank of Alaska, an Alaska state chartered banking association, and STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION (the "*Indenture Trustee*").

RECITALS:

A. The capitalized terms used in this Amendment shall have the respective meanings set forth in the Indenture (as hereinafter defined) unless otherwise herein defined or the context hereof shall otherwise require.

B. The Owner Trustee and the Indenture Trustee have heretofore entered into that certain Trust Indenture and Security Agreement (GATX Trust No. 93-A) dated as of September 1, 1993 which was filed with the Interstate Commerce Commission on September 24, 1993 and assigned Recordation No. 18407-A and supplemented by the Trust Indenture Supplement No. 1 (GATX Trust No. 93-A) dated September 24, 1993 which was filed with the Interstate Commerce Commission on September 24, 1993 and assigned Recordation No. 18407-C (collectively, the "*Indenture*").

C. The parties hereto desire to amend the Indenture to the extent, but only to the extent, set forth below.

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, the Owner Trustee and the Indenture Trustee agree as follows:

SECTION 1. AMENDMENT TO INDENTURE.

Annex A to the Indenture (Amortization Schedule) is amended in its entirety by substituting therefor Annex A hereto.

SECTION 2. MISCELLANEOUS.

Section 2.1. Governing Law. This Amendment shall be governed by and construed in accordance with the laws of the State of New York, including all matters of construction, validity and performance.

Section 2.2. Counterparts. This Amendment may be executed, acknowledged and delivered in any number of counterparts, each of such counterparts constituting an original but all together only one Amendment.

Section 2.3. Headings. Any headings or captions preceding the text of the several sections hereof are intended solely for convenience of reference and shall not constitute a part of this Amendment nor shall they affect its meaning, construction or effect.

Section 2.4. Reference to Indenture. Any and all notices, requests, certificates and other instruments executed and delivered concurrently with or after the execution and delivery of this Amendment may refer to the "Trust Indenture and Security Agreement dated as of September 1, 1993" without making specific reference to this Amendment but nevertheless all such references shall be deemed to include this Amendment unless the context shall otherwise require.

Section 2.5. Ratification. Except to the extent hereby amended or modified, the Indenture is in all respects hereby ratified, confirmed and approved by the parties hereto.

Section 2.6. Amortization Schedule of Notes. The Owner Trustee will cause to be provided to the Loan Participants a revised amortization schedule for each Note consistent with Annex A hereto. The Owner Trustee hereby authorizes each Loan Participant to replace the existing amortization schedule to its Note with such revised schedule.

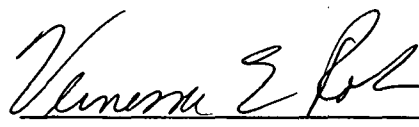
IN WITNESS WHEREOF, the Owner Trustee and the Indenture Trustee have caused this Amendment No. 1 to Trust Indenture and Security Agreement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity but solely as Owner
Trustee

By 
Its **EDWARD E. TRUITT, JR.**
Financial Services Officer

STATE OF DELAWARE)
COUNTY OF NEW CASTLE COUNTY) SS

On this 20 day of Sept, 1994, before me personally appeared EDWARD TRUITT, JR., to me personally known, who being by me duly sworn, says that he is the Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

[NOTARIAL SEAL]

VERNESSA E. ROBINSON
NOTARY PUBLIC


My commission expires: My Commission expires October 12, 1996

STATE STREET BANK AND TRUST COMPANY
OF CONNECTICUT, NATIONAL
ASSOCIATION, as Indenture Trustee

By 
Its DONALD E. SMITH
VICE PRESIDENT

STATE OF Massachusetts)
) SS
COUNTY OF SUFFOLK)

On this 21st day of Sept, 1994, before me personally appeared DONALD E. SMITH, to me personally known, who being by me duly sworn, says that he is the VICE PRESIDENT of STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

[NOTARIAL SEAL]

ROBIN S. DURFEE
Notary Public

My commission expires: My Commission Expires April 25, 1997

AMORTIZATION SCHEDULE

ANNEX A
(to Amendment No. 1 to Trust Indenture and Security Agreement
(GATX Trust No. 93-A))

ANNEX A
(to Amendment No. 1 to Trust Indenture and Security Agreement
(GATX Trust No. 93-A))

AMORTIZATION SCHEDULE

6.47% NOTE, SERIES I-A (Based on Percentage of Principal Amount)

date	Starting Balance	Debt Service	Interest	Principal	Ending Balance
Sep-24-93	0.00000000	0.00000000	0.00000000	0.00000000	100.00000000
Mar-23-94	100.00000000	3.21702778	3.21702778	0.00000000	100.00000000
Sep-23-94	100.00000000	3.23500000	3.23500000	0.00000000	100.00000000
Mar-23-95	100.00000000	9.66859145	3.23500000	6.43359145	93.56640855
Sep-23-95	93.56640855	3.02687332	3.02687332	0.00000000	93.56640855
Mar-23-96	93.56640855	9.87671814	3.02687332	6.84984482	86.71656373
Sep-23-96	86.71656373	2.80528084	2.80528084	0.00000000	86.71656373
Mar-23-97	86.71656373	10.09831062	2.80528084	7.29302978	79.42353395
Sep-23-97	79.42353395	2.56935132	2.56935132	0.00000000	79.42353395
Mar-23-98	79.42353395	10.33424013	2.56935132	7.76488881	71.65864515
Sep-23-98	71.65864515	2.31815717	2.31815717	0.00000000	71.65864515
Mar-23-99	71.65864515	10.58543428	2.31815717	8.26727711	63.39136803
Sep-23-99	63.39136803	2.05071076	2.05071076	0.00000000	63.39136803
Mar-23-00	63.39136803	10.85288070	2.05071076	8.80216994	54.58919809
Sep-23-00	54.58919809	6.96922665	1.76596056	5.20326609	49.38593200
Mar-23-01	49.38593200	5.93436480	1.59763490	4.33672990	45.04920210
Sep-23-01	45.04920210	1.45734169	1.45734169	0.00000000	45.04920210
Mar-23-02	45.04920210	11.44624976	1.45734169	9.98890808	35.06029403
Sep-23-02	35.06029403	1.13420051	1.13420051	0.00000000	35.06029403
Mar-23-03	35.06029403	12.77029735	1.13420051	11.63609683	23.42419719
Sep-23-03	23.42419719	0.75777278	0.75777278	0.00000000	23.42419719
Mar-23-04	23.42419719	24.18196997	0.75777278	23.42419719	0.00000000
TOTAL		145.29000000	45.29000000	100.00000000	
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ANNEX A
(to Trust Indenture and Security Agreement)

AMORTIZATION SCHEDULE

7.15% NOTE, SERIES I-B (Based on Percentage of
Principal Amount)

date	Starting Balance	Debt Service	Interest	Principal	Ending Balance
Sep-24-93	0.00000000	0.00000000	0.00000000	0.00000000	100.00000000
Mar-23-94	100.00000000	3.55513889	3.55513889	0.00000000	100.00000000
Sep-23-94	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Mar-23-95	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Sep-23-95	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Mar-23-96	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Sep-23-96	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Mar-23-97	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Sep-23-97	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Mar-23-98	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Sep-23-98	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Mar-23-99	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Sep-23-99	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Mar-23-00	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Sep-23-00	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Mar-23-01	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Sep-23-01	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Mar-23-02	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Sep-23-02	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Mar-23-03	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Sep-23-03	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Mar-23-04	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Sep-23-04	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Mar-23-05	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Sep-23-05	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Mar-23-06	100.00000000	13.55103591	3.57500000	9.97603591	90.02396409
Sep-23-06	90.02396409	10.89028115	3.21835672	7.67192443	82.35203966
Mar-23-07	82.35203966	28.77358511	2.94408542	25.82949969	56.52253996
Sep-23-07	56.52253996	2.02068080	2.02068080	0.00000000	56.52253996
Mar-23-08	56.52253996	29.76546100	2.02068080	27.74478020	28.77775976
Sep-23-08	28.77775976	1.02880491	1.02880491	0.00000000	28.77775976
Mar-23-09	28.77775976	29.49386378	1.02880491	28.46505887	0.31270090
Sep-23-09	0.31270090	0.01117906	0.01117906	0.00000000	0.31270090
Mar-23-10	0.31270090	0.32387995	0.01117906	0.31270090	0.00000000
TOTAL		<u>201.63891057</u>	<u>101.63891057</u>	<u>100.00000000</u>	

ANNEX A

(to Trust Indenture and Security Agreement)

AMORTIZATION SCHEDULE

6.47% NOTE, SERIES II-A (Based on Percentage of Principal Amount)

date	Starting Balance	Debt Service	Interest	Principal	Ending Balance
Sep-24-93	0.00000000	0.00000000	0.00000000	0.00000000	100.00000000
Mar-23-94	100.00000000	3.21702778	3.21702778	0.00000000	100.00000000
Sep-23-94	100.00000000	3.23500000	3.23500000	0.00000000	100.00000000
Mar-23-95	100.00000000	9.62553564	3.23500000	6.39053564	93.60946436
Sep-23-95	93.60946436	3.02826617	3.02826617	0.00000000	93.60946436
Mar-23-96	93.60946436	9.83226947	3.02826617	6.80400330	86.80546106
Sep-23-96	86.80546106	2.80815667	2.80815667	0.00000000	86.80546106
Mar-23-97	86.80546106	10.05237898	2.80815667	7.24422231	79.56123875
Sep-23-97	79.56123875	2.57380607	2.57380607	0.00000000	79.56123875
Mar-23-98	79.56123875	10.28672957	2.57380607	7.71292349	71.84831526
Sep-23-98	71.84831526	2.32429300	2.32429300	0.00000000	71.84831526
Mar-23-99	71.84831526	10.53624264	2.32429300	8.21194964	63.63636561
Sep-23-99	63.63636561	2.05863643	2.05863643	0.00000000	63.63636561
Mar-23-00	63.63636561	10.80189921	2.05863643	8.74326279	54.89310282
Sep-23-00	54.89310282	10.78703453	1.77579188	9.01124265	45.88186017
Mar-23-01	45.88186017	2.07350111	1.48427818	0.58922293	45.29263724
Sep-23-01	45.29263724	1.46521681	1.46521681	0.00000000	45.29263724
Mar-23-02	45.29263724	11.39531883	1.46521681	9.93010201	35.36253522
Sep-23-02	35.36253522	1.14397801	1.14397801	0.00000000	35.36253522
Mar-23-03	35.36253522	12.73223445	1.14397801	11.58825643	23.77427879
Sep-23-03	23.77427879	0.76909792	0.76909792	0.00000000	23.77427879
Mar-23-04	23.77427879	24.54337671	0.76909792	23.77427879	0.00000000
TOTAL		145.29000000	45.29000000	100.00000000	
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ANNEX A
(to Trust Indenture and Security Agreement)

AMORTIZATION SCHEDULE

7.15% NOTE, SERIES II-B (Based on Percentage of
Principal Amount)

date	Starting Balance	Debt Service	Interest	Principal	Ending Balance
Sep-24-93	0.00000000	0.00000000	0.00000000	0.00000000	100.00000000
Mar-23-94	100.00000000	3.55513889	3.55513889	0.00000000	100.00000000
Sep-23-94	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Mar-23-95	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Sep-23-95	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Mar-23-96	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Sep-23-96	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Mar-23-97	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Sep-23-97	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Mar-23-98	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Sep-23-98	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Mar-23-99	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Sep-23-99	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Mar-23-00	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Sep-23-00	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Mar-23-01	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Sep-23-01	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Mar-23-02	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Sep-23-02	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Mar-23-03	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Sep-23-03	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Mar-23-04	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Sep-23-04	100.00000000	3.57500000	3.57500000	0.00000000	100.00000000
Mar-23-05	100.00000000	10.78348842	3.57500000	7.20848842	92.79151158
Sep-23-05	92.79151158	3.31729654	3.31729654	0.00000000	92.79151158
Mar-23-06	92.79151158	14.84472227	3.31729654	11.52742573	81.26408584
Sep-23-06	81.26408584	2.90519107	2.90519107	0.00000000	81.26408584
Mar-23-07	81.26408584	25.21893312	2.90519107	22.31374205	58.95034380
Sep-23-07	58.95034380	2.10747479	2.10747479	0.00000000	58.95034380
Mar-23-08	58.95034380	28.29695897	2.10747479	26.18948417	32.76085962
Sep-23-08	32.76085962	1.17120073	1.17120073	0.00000000	32.76085962
Mar-23-09	32.76085962	29.30265858	1.17120073	28.13145785	4.62940177
Sep-23-09	4.62940177	0.16550111	0.16550111	0.00000000	4.62940177
Mar-23-10	4.62940177	4.79490288	0.16550111	4.62940177	0.00000000
TOTAL		201.53846738	101.53846738	100.00000000	
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ANNEX A

(to Trust Indenture and Security Agreement)